

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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AARON RUBENSTEIN,	:
	:
Plaintiff,	:
	:
v.	:
	:
BRUCE R. BERKOWITZ, and	:
FAIRHOLME CAPITAL MANAGEMENT, LLC,	:
	:
Defendants,	:
	:
and	:
	:
	:
SEARS HOLDINGS CORP.,	:
	:
Nominal Defendant.	:
	:
-----X	

ANSWER OF NOMINAL DEFENDANT SEARS HOLDINGS CORP.

Nominal Defendant Sears Holdings Corp. ("Sears"), by and through its undersigned counsel, hereby responds to the Complaint of Plaintiff Aaron Rubenstein ("Plaintiff").

The Complaint names Sears solely as a nominal defendant with respect to claims that Plaintiff purports to assert derivatively against other defendants under Section 16(b) of the Securities Exchange Act of 1934, 15 U.S.C. § 78p(b). No claims are asserted against Sears, and no relief is sought from Sears. Rather, the Complaint seeks to assert claims that, if they exist, would belong to Sears. Accordingly, no answer or other response to the Complaint is required from Sears. Sears reserves all of its rights with respect to this action, including the right to assert that Plaintiff lacks standing to sue on Sears's behalf.

DATED: New York, NY
April 28, 2017

Respectfully submitted,

MORGAN, LEWIS & BOCKIUS LLP

By: /s/ Joseph E. Floren
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Attorneys for Nominal Defendant Sears Holdings Corp.

CERTIFICATE OF SERVICE

I hereby certify that on April 28, 2017, I authorized the electronic filing of a true and correct copy of the foregoing with the Clerk of the Court using the CM/ECF system, which will send notification of such filing to the e-mail addresses of all counsel of record.

DATED: April 28, 2017

/s/ Joseph E. Floren
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